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SSSS
RECORDATION NO 16168 FILED 1425
AUG 28 1995 -9 45 AM
INTERSTATE COMMERCE COMMISSION

August 28, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission, Recordations Unit, is a Partial Termination of Security Agreement dated as of August 21, 1995, involving First National Bank of Boston and Helm Financial Corporation.

This agreement releases the following railroad equipment from the Security Agreement dated January 17, 1989, Recordation #16168:

40, 100-ton 4000 cf Gondolas
CIM 5504-5795, N.I.
(See Exhibit A)

Please record this agreement as a secondary document to ICC Recordation #16168. The filing fee of \$21 is enclosed.

Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

RECEIVED
OFFICE OF THE
SECRETARY
AUG 28 9 44 AM '95
LICENSING BRANCH

Counterpart - Mary Ann Oster

PARTIAL TERMINATION OF
SECURITY AGREEMENT

AUG 28 1995 -9 45 AM

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL TERMINATION OF SECURITY AGREEMENT ("Termination") is made as of August 21, 1995 by THE FIRST NATIONAL BANK OF BOSTON, a national banking association (the "Agent"), as agent for itself and for Continental Bank, N.A. and Union Bank (collectively, the "Banks") under a Credit Agreement dated as of January 15, 1992, as amended from time to time, for the benefit of HELM FINANCIAL CORPORATION, a California corporation ("Helm").

1. Recitals. Helm owns the forty (40) railcars bearing Association of American Railroad Designation Numbers as listed on Exhibit A attached hereto (the "Unit(s)"). Helm has granted a blanket security interest in all of its assets now owned or hereafter acquired (the "Collateral"), to the Agent, for the benefit of the Banks, upon the terms and conditions provided in that certain Security Agreement, dated as of January 17, 1989, between Helm and the Agent (the "Security Agreement") and filed at the Interstate Commerce Commission ("ICC") under Recordation No. 16168 filed on January 18, 1989 at 10:55 a.m.

Helm has sold or is planning to sell the Units to a third party as permitted by the Security Agreement and desires to do so free and clear of any lien or security interest of the Agent. Pursuant to the terms of the Security Agreement, the Agent, on behalf of the Banks, and Helm desire to terminate the Agent's security interest in the Units.

2. Termination of Security Interest. The Banks' security interest in the Units shall be and is hereby terminated upon the filing of this Termination with the ICC and all of the Agent's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on the Bank security interest in and lien on any Collateral other than the Units and said security interest in and lien on such other Collateral is hereby reaffirmed.

IN WITNESS THEREOF, the Agent, pursuant to due authority, has executed this Termination as of the date indicated below its signature.

THE FIRST NATIONAL BANK OF BOSTON,
as Agent

By: *Katherine H. Hesk*
Title: *Vice President*
Date: *8-24-95*

COMMONWEALTH OF MASSACHUSETTS)
) §
COUNTY OF SUFFOLK)

On this 24 day of August, 1995 before me, personally appeared Katharine Keith, to me personally know, who being by me duly sworn, says that he is a Vice President of **THE FIRST NATIONAL BANK OF BOSTON**, that said instrument was signed on behalf of said association by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Florence Grose

Notary Public

My Commission Expires:

FLORENCE GROSE
Notary Public
My Commission Expires November 12, 1999

EXHIBIT A

Description of Equipment:

Forty (40), 100-ton, 4000 cubic foot, flat bottom gondola railcars;
built by Pullman Standard in 1975.

Unit Numbers

CIM 5504
CIM 5505
CIM 5518
CIM 5532
CIM 5552
CIM 5555
CIM 5556
CIM 5561
CIM 5575
CIM 5581
CIM 5584
CIM 5596
CIM 5610
CIM 5627
CIM 5639
CIM 5650
CIM 5653
CIM 5658
CIM 5661
CIM 5680

Unit Numbers

CIM 5686
CIM 5694
CIM 5698
CIM 5699
CIM 5705
CIM 5708
CIM 5719
CIM 5735
CIM 5736
CIM 5737
CIM 5750
CIM 5756
CIM 5761
CIM 5762
CIM 5763
CIM 5764
CIM 5774
CIM 5781
CIM 5791
CIM 5795